

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
)

**AGENDA FOR HEARING ON MOTIONS SCHEDULED FOR NOVEMBER 29, 2022
AT 1:30 P.M. (PREVAILING CENTRAL TIME), BEFORE JUDGE ISGUR AT THE
UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT
OF TEXAS, AT COURTROOM 404, 515 RUSK STREET, HOUSTON, TEXAS 77002**

I. Matters Going Forward.

- 1. Bidding Procedures Motion.** *Debtors' Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91].*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

Related Documents.

- A. Hamilton Declaration.** *Declaration of Ryan Hamilton in Support of Debtors' Bidding Procedures Motion* [Docket No. 145].
- B. Initial Sale Procedures Order.** *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Rejection Procedures and Certain Assumption and Assignment Procedures and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Further Hearing on the Approval of the Debtors' Proposed Bidding Procedures and Related Relief* [Docket No. 191].
- C. Notice of Filing Initial Cure Schedule.** *Notice of Filing of Cure Schedule in Connection with Proposed Sale* [Docket No. 209].
- D. Final Sale Procedures Order.** *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256].
- E. Supplemental Cure Schedule.** *Notice of Filing of Supplemental Cure Schedule in Connection with Proposed Sale* [Docket No. 334].
- F. Amended Cure Schedule.** *Notice of Filing of Amended Cure Schedule in Connection with Proposed Sale* [Docket No. 357].
- G. Second Supplemental Cure Schedule.** *Notice of Filing of Second Supplemental Cure Schedule in Connection with Proposed Sale* [Docket No. 469].
- H. Notice of Successful Bidder for JV Assets.** *Notice of Successful Bidder for JV Assets* [Docket No. 582].
- I. Proposed JV Assets Sale Order.** *Notice of Proposed Order (I) Approving the Sale of Certain Assets of Compute North Member LLC to U.S. Data King Mountain LLC Free and Clear of Certain Liens, Claims, and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief (U.S. Data group, Inc.)* [Docket No. 583].

- J. Hamilton JV Assets Declaration.** *Declaration of Ryan Hamilton in Support of Entry of an Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief* [Docket No. 584].
- K. Harvey JV Assets Declaration.** *Declaration of Drake Harvey in Support of Entry of Order (I) Approving the Sale of Certain of the Debtors Assets of Free and Clear of All Liens, Claims, and Encumbrances, and Other Interests (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief* [Docket No. 585].

Responses.

- A.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. in Connection with the Debtors' Proposed Sale of Assets and Potential Assumption and Assignment of Executory Contracts* [Docket No. 136].
- B.** *TZ Capital's Limited Objection to, and Reservation of Rights Regarding, the Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d)* [Docket No. 150].
- C.** *Objection and Reservation of Rights of Marathon Digital Holdings, Inc. to and Regarding Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory*

Contracts and Unexpired Leases, and (C) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d) [Docket No. 152].

- D.** *Official Committee of Unsecured Creditors' Limited Objection and Reservation of Rights in Connection with the Debtors' Proposed Bidding Procedures and Sale of Assets [Docket No. 158].*
- E.** *Generate Lending, LLC's Limited Objection and Reservation of Rights to the Debtors' Emergency Motion for Entry of the Bidding Procedures/De Minimis Asset Sale Order [Docket No. 164].*
- F.** *Limited Objection of Alder Opportunity, LP, Alder SPV I, LLC, and Alder BTC Holdings, LLC to Debtors' Notice Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 263].*
- G.** *Objection to Assumption and Assignment of Contracts and Cure Amounts and Reservation of Rights of the Constellation Affiliates. [Docket No. 272].*
- H.** *Limited Objection and Reservation of Rights of GEM Mining I, LLC in Connection with Debtors' Proposed Assumption and Assignment of Certain GEM Mining Contracts and Proposed Sale [Docket No. 341].*
- I.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. Regarding the Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 343].*
- J.** *Limited Objection and Reservation of Rights of Decimal Digital Currency I, LLC Regarding the Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 363].*
- K.** *Power Asset Recovery Corporation's Objection to the Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 366].*
- L.** *MP2 Energy Texas LLC D/B/A Shell Energy Solutions' Limited Objection to Debtors' Notice of Filing of Cure Schedule in Connection With Proposed Sale [Docket No. 367].*
- M.** *Nebraska Public Power District's Objection to the Debtors' Assumption and Assignment of Contracts and Cure Amount in Connection with Proposed Sale [Docket No. 369].*
- N.** *Amended Limited Objection of Alder Opportunity, LP, Alder SPV I, LLC, and Alder BTC Holdings, LLC to Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 370].*
- O.** *Limited Objection of GH Effect, Inc. to Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale [Docket No. 371].*

- P.** *Limited Objection of Digital Alchemy LLC to Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale* [Docket No. 372].
- Q.** *TZ Capital Holdings, LLC's Objection to Cure Amounts and Contracts Listed in the Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale* [Docket No. 374].
- R.** *Objection to Assumption and Assignment of Contracts and Cure Amounts and Reservation of Rights by Sunbelt Solomon Services, LLC* [Docket No. 375].
- S.** *Omnibus Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to the Debtors' Proposed Cure Schedules in Connection with Proposed Sale* [Docket No. 376].
- T.** *Limited Objection and Reservation of Rights of Veribi LLC F/K/A Ofiplex NV LLC to Debtors' Proposed Cure Amount* [Docket No. 380].
- U.** *US Digital Mining Texas' (I) Objection to (A) Assumption and Assignment of Agreement and (B) Assertion of Cure Amounts, and (II) Reservation of Rights* [Docket No. 394].
- V.** *Limited Objection of Alder Opportunity, LP; Alder SPV I, LLC; Alder BTC, LLC; GH Effect, Inc.; and Digital Alchemy, LLPC to Proposed Sale* [Docket No. 395].
- W.** *Objection of Alder Opportunity, LP, Alder SPV I, LLC, and Alder BTC Holdings, LLC to Adequate Assurance of Future Performance* [Docket No. 397].
- X.** *US Digital Mining Texas' Joinder in Limited Objection of Alder Opportunity, LP; Alder SPV I, LLC; Alder BTC, LLC; GH Effect, Inc.; and Digital Alchemy, LLPC to Proposed Sale* [Docket No. 398].
- Y.** *WITHDRAWN. Sunbelt Solomon Services, LLC's Limited Objection to Debtors' Proposed Sale and Reservation of Rights* [Docket No. 400].
- Z.** *Objection, Statement of Cure amount, and Reservation of Rights of BitNile Inc. Regarding the Sale Order and the Debtors' Notice of Cure Schedule* [Docket No. 402].
- AA.** *Objection of Digital Alchemy, LLC to Adequate Assurance of Future Performance* [Docket No. 408].
- BB.** *MP2 Energy Texas LLC D/B/A Shell Energy Solutions' Supplemental Limited Objection to Debtors' Notice of Filing of Cure Schedule in Connection with Proposed Sale* [Docket No. 411].

- CC.** *Sunbelt Solomon Services, LLC's Limited Objection to Debtors' Proposed Sale and Reservation of Rights* [Docket No. 413].
- DD.** *Bootstrap Energy, LLC's and Corpus Christi Energy Park, LLC's Objection and Reservation of Objections to any Assumption and Assignment of Alleged Executory Contracts for Lack of Adequate Assurance Pursuant to 11 U.S.C. § 365(b)(1)(C)* [Docket No. 440].
- EE.** *Objection and Reservation of Rights of U.S. Bitcoin Corp. to Debtors' Proposed Assumption and Assignment of Contracts and Proposed Cure Amounts* [Docket No. 463].
- FF.** *Creditor RK Mission Critical LLC's Limited Objection to Proposed Sale Free and Clear of Encumbrances ECF No. 477 and Reservation of Lien Rights* [Docket No. 488].
- GG.** *Nebraska Public Power District's Amended Objection to the Debtors' Assumption and Assignment of Contracts and Cure Amount in Connection with Proposed Sale* [Docket No. 502].
- HH.** *Nebraska Public Power District's Objection to Adequate Assurance of Future Performance of Successful Bidder* [Docket No. 516].

Status: This matter is going forward solely with respect to the Notice of Successful Bidder for JV Assets filed at Docket No. 582 and the proposed sale order for the JV Assets of Compute North Member LLC to U.S. Data King Mountain LLC filed at Docket No. 583.

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Dated: November 28, 2022
Houston, Texas

/s/ James T. Grogan III

PAUL HASTINGS LLP

James T. Grogan III (TX Bar No. 24027354)
600 Travis Street, 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-3100
Email: jamesgrogan@paulhastings.com

-and-

Luc Despins (admitted *pro hac vice*)
Sayan Bhattacharyya (admitted *pro hac vice*)
Daniel Ginsberg (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Email: lucdespins@paulhastings.com
sayanbhattacharyya@paulhastings.com
danielginsberg@paulhastings.com

-and-

Matthew Micheli (admitted *pro hac vice*)
Michael Jones (admitted *pro hac vice*)
71 South Wacker Drive, Suite 4500
Chicago, Illinois 60606
Telephone: (312) 499-6000
Facsimile: (312) 499-6100
Email: mattmicheli@paulhastings.com
michaeljones@paulhastings.com

Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on November 28, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan III

James T. Grogan III